

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PARK IRMAT DRUG CORP.

Plaintiff,

- vs. -

OPTUMRX, INC.

Defendant.

Index No. 1:15-cv-08930-01-JSR

(Rakoff, J.)

**DECLARATION OF MATTHEW L. CANTOR IN SUPPORT OF PLAINTIFF
PARK IRMAT DRUG CORP.'S MOTION FOR A TEMPORARY
RESTRAINING ORDER AND PRELIMINARY INJUNCTION**

**(Memorandum of Law in Support of Plaintiff's Motion for a Temporary Restraining
Order and Preliminary Injunction submitted concurrently herewith)**

MATTHEW L. CANTOR, an attorney duly admitted to practice law before this Court,
hereby declares under the penalty of perjury:

1. I am a partner with the law firm Constantine Cannon LLP, counsel for Plaintiff Park Irmat Drug Corp. ("Irmat") in this action. I am familiar with the matters set forth in this declaration, which I submit in support of Irmat's Motion for a Temporary Restraining Order and Preliminary Injunction to restrain and enjoin Defendant OptumRx, Inc. ("Optum") from terminating Irmat from Optum's pharmacy network during the pendency of this lawsuit.

2. On November 12, 2015, at or about 7:15 p.m. Eastern Standard Time (4:15 p.m. Pacific Standard Time), my associate, David Scupp, informed Todd Ebersole, an attorney employed by Optum based in Irvine, California, by voicemail and electronic mail that on

November 13, 2015, at approximately 9:00 a.m., at New York County Courthouse, 60 Centre Street, New York, New York 10007, Irmat will seek a temporary restraining order prohibiting Optum from terminating Irmat from Optum's pharmacy network pending a hearing on Irmat's motion for a preliminary injunction. Mr. Ebersole responded to Mr. Scupp's email, stating that counsel for Optum would meet Irmat's counsel at the courthouse. On November 12, 2015, at or about 8:10 p.m. Eastern Standard Time (5:10 p.m. Pacific Standard Time), Mr. Scupp provided Mr. Ebersole with copies of Irmat's motion papers via electronic mail.

3. We, on behalf of Irmat, filed Irmat's motion papers in support of its application for a temporary restraining order and preliminary injunction with the New York County Courthouse this morning. We were assigned a Judge (Singh, J.). We were preparing to argue the motion when we learned that Optum, through its counsel, Michael Bernstein and John Thomas Seybert of Sedgwick LLP, filed a Notice of Removal to remove this action to this Court.

4. After receiving the notice of removal, we re-styled Irmat's papers in support of its motion for a temporary restraining order and preliminary injunction for this Court.

5. At approximately 2:45 p.m. Eastern Time today, we informed Mr. Bernstein and Mr. Seybert that, this afternoon, we would be filing Irmat's re-styled papers in support of its motion for a temporary restraining order and preliminary injunction with this Court. We also told them that we would be seeking an audience today before Judge Rakoff to discuss Irmat's application. We also provided them with the re-styled papers in support of Irmat's motion for temporary restraining order and preliminary injunction.

6. Other than the application submitted in State Court earlier today discussed above,

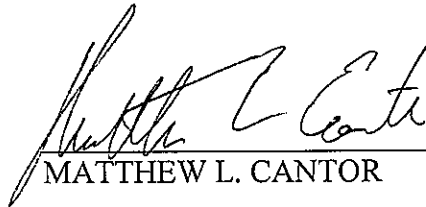
Irmat has made no prior application for the relief requested in the instant motion.

7. There are no damages that would be incurred by Optum if the application for temporary restraining order and/or preliminary injunction is granted.

8. Attached hereto are true and correct copies of the:

- a. Affidavit of Victor Falah, sworn to on November 12, 2015
- b. Affidavit of Christopher O'Keefe, sworn to on November 12, 2015.
- c. Affidavit of Colleen Kennedy, sworn to on November 10, 2015.

Dated: November 13, 2015
New York, New York


MATTHEW L. CANTOR